

RESULTS OF GENERAL MEETING

In accordance with Listing Rule 3.13.2, Quintessential Resources Limited (ASX Code: QRL) advises that the resolutions contained in the Notice of General Meeting dated 14 November 2014 were passed by the requisite majority of security holders. All resolutions were decided on a show of hands.

The information required by section 251AA(2) of the Corporations Act 2001 (Cth) in respect of each resolution passed and defeated at the meeting is set out below.

RESOLUTION 1 – APPROVAL FOR THE ACQUISITION OF YONDER & BEYOND

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purposes of ASX Listing Rule 11.1.2, and for all other purposes, approval is given for the Company to acquire all of the issued capital in Yonder & Beyond and make a significant change in the nature and scale of its activities as set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 2 – APPROVAL FOR THE ISSUE OF SECURITIES TO SHASHI FERNANDO

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purposes of Section 611 (Item 7) of the Corporations Act, ASX Listing Rule 10.1, ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of:

- (i) 20,246,379 Consideration Shares (on a post-Consolidation basis) to Mr Shashi Fernando (or his nominee);*
- (ii) 11,025,000 Replacement Management Options (on a post-Consolidation basis) to Mr Shashi Fernando (or his nominee); and*
- (iii) any Shares issued as a result of the exercise of any Replacement Management Options held by Mr Fernando upon completion of the Acquisition,*

which may result in his voting power in the Company increasing up to approximately 37.82%, and otherwise on the terms and conditions in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 3 – CONSOLIDATION OF CAPITAL

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purposes of Section 254H of the Corporations Act, ASX Listing Rule 7.20 and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that:

- (a) every 20 Shares be consolidated into one (1) Share; and*
- (b) all Options on issue be adjusted in accordance with ASX Listing Rule 7.22.1,*

where this Consolidation results in a fraction of a Share or Option being held by a Shareholder or Optionholder, the Directors be authorised to round that fraction up to the nearest whole Share or Option.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 4 – ISSUE OF CONSIDERATION SECURITIES TO THE VENDORS

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to:

- (a) 17,628,621 Shares (on a post-Consolidation basis); and*
- (b) 23,975,000 Replacement Management Options (on a post-Consolidation basis); and*
- (c) 1,500,000 Replacement Adviser Options (on a post-Consolidation basis),*

to the Vendors (or their nominees) (excluding Shashi Fernando), as part consideration for the acquisition of 100% of the Y&B Shares and Y&B Options, on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 5 – APPROVAL FOR ISSUE OF ADVISER OPTIONS

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,000,000 Adviser Options (on a post-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 6 – APPROVAL FOR ISSUE OF OPTIONS TO WOLFSTAR

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Introduction Fee Options (on a post-Consolidation basis) to Wolfstar Group Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,794,496	-	38,750	-	55,833,246

RESOLUTION 7 – CAPITAL RAISING

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Shares (on a post-Consolidation basis), on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 8 – PARTICIPATION OF JAY STEPHENSON IN CAPITAL RAISING

It was resolved as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 300,000 Shares (on a post-Consolidation basis) to Jay Stephenson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,806,996	-	26,250	-	55,833,246

RESOLUTION 9 – PARTICIPATION OF JULIA BECKETT IN CAPITAL RAISING

It was resolved as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 93,750 Shares (on a post-Consolidation basis) to Julia Beckett Stephenson (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,814,496	-	18,750	-	55,833,246

RESOLUTION 10 – PARTICIPATION OF JOHN BELL IN CAPITAL RAISING

It was resolved as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares (on a post-Consolidation basis) to John Bell (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 11 – APPOINTMENT OF JOHN BELL AS A DIRECTOR

It was resolved as an ordinary resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purposes of clause 11.7 of the Constitution and for all other purposes, Mr John Bell is appointed as a Director of the Company, to take effect on and from final settlement of the Acquisition.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 12 – CHANGE OF COMPANY NAME

It was resolved as a special resolution:

“That, subject to and conditional upon the passing of the Transaction Resolutions, for the purpose of Section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Yonder & Beyond Group Limited, effective from completion of the Acquisition.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

RESOLUTION 13 – RATIFICATION OF PRIOR ISSUE OF SHARES

It was resolved as a special resolution:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 18,842,000 Shares (on a pre-Consolidation basis) to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	55,833,246	-	-	-	55,833,246

Jay Stephenson

CHAIRMAN & COMPANY SECRETARY